

Hearing Date and Time: March 1, 2012 at 9:45 a.m. (prevailing Eastern time)
Response Deadline: February 23, 2012 at 4:00 p.m. (prevailing Eastern time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,

Debtors.

Chapter 11

Case No.: 09-50026 (REG)

(Jointly Administered)

**JOINDER OF UNITED TECHNOLOGIES CORPORATION IN RESPONSES OF
ONONDAGA COUNTY, TOWN OF SALINA AND STATE OF NEW YORK TO
MOTION OF GUC TRUST TO SUPPLEMENT AMENDED ORDER AUTHORIZING
IMPLEMENTATION OF ALTERNATIVE DISPUTE PROCEDURES**

United Technologies Corporation ("UTC"), by and through its undersigned attorneys,
hereby joins in:

1. Limited Objection of Onondaga County, New York to the Trustee's Motion Seeking an Order Authorizing Implementation Of Alternative Dispute Resolution Procedures, Including Mandatory Mediation (Doc. 11440);
2. Response Of Town Of Salina, New York to Motion Of GUC Trust For Entry of Order Pursuant to 11 U.S.C. §105(A) and General Order M-390 Authorizing Implementation of Alternative Dispute Resolution Procedures Including, Mandatory Mediation (Doc. 11437); and
3. Limited Objection of The State of New York to the GUC Trust's Motion To Supplement Amended Order And General Order M-390 Authorizing Implementation of Alternative Dispute Procedures, Including Mandatory Mediation (Doc. 11444).

In support hereof, UTC respectfully states as follows:

1. UTC filed a proof of claim against Debtor Motors Liquidation Company (the “Debtor”) on November 27, 2009, designated as Claim 59874 (the “UTC Claim”). The UTC Claim was filed in an unliquidated amount, but included a liquidated demand against it as a potentially responsible party for past costs incurred by the United States in the amount of \$12,498,818.63. Claim 59874 seeks payment from the Debtor of an amount on behalf of its subsidiary, Carrier Corporation, for certain environmental liabilities of the Debtor related to the Onondaga Lake Superfund Site. The claim attached certain demand letters addressed to UTC and the Debtor by Onondaga County, the United States of America, Honeywell International, Inc. and the Town of Salina, NY.

2. The UTC Claim is thus an Environmental Claim within the meaning of the Motion of Motors Liquidation Company GUC Trust to Supplement Amended Order Pursuant to 11 U.S.C. § 105(a) and General Order M-390 Authorizing Implementation of Alternative Dispute Procedures, Including Mandatory Mediation filed herein on February 13, 2012 as document 11413 (the “ADR Motion”).

3. As with the unresolved claims filed by Onondaga County and the Town of Salina, the UTC Claim is one of several interrelated claims dealing with environmental damage arising from the Debtor’s activities at the Inland Fisher Guide facility adjacent to Ley Creek in Onondaga County, New York, including but not limited to substantial PCB contamination of Lower Ley Creek. The unresolved claims asserted by the State of New York include three claims that are directly related to the damage to sub-sections of the Ley Creek site. All of these claims, plus other claims asserted against the Debtor by potentially responsible parties, relate to the as yet unresolved claims of the United States Environmental Protection Agency (“EPA”).

4. UTC concurs in the views of Onondaga County, the Town of Salina and the State

of New York that requiring mandatory mediation of Environmental Claims prior to the resolution of the EPA claims would be unproductive, wasteful and impose needless costs on the claimants in connection with the mediation.¹ UTC submits that this is not an appropriate time to impose mandatory mediation or other ADR procedures with respect to Environmental Claims.

WHEREFORE, UTC respectfully requests that this Court: (i) deny the ADR Motion; and (ii) grant such other or further relief as the Court deems just and proper.

Dated: February 24, 2012
Boston, MA

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By: /s/ Daniel J. Carragher
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¹ As a private party, UTC does not join in the public budget arguments made by the Town of Salina or the State of New York but joins in the balance of the arguments included in the three responses.

CERTIFICATE OF SERVICE

1. Daniel J. Carragher, hereby certify that on February 24, 2012, I electronically filed the foregoing document with the United States Bankruptcy Court for the Southern District of New York, thereby causing the parties entitled to receive notice via the Court's ECF system to be served. In addition, I caused copies of the foregoing document to be served upon the parties set forth on the annexed service list on the date and in the manner noted thereon.

I certify under penalty of perjury that the foregoing statements made by me are true and correct.

/s/ Daniel J. Carragher
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Dated: February 24, 2012

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